

STATE OF MISSISSIPPI

COUNTY OF DESOTO

**SUBORDINATION AGREEMENT**

BancorpSouth Bank is the Holder and Beneficiary of that certain Deed of Trust executed by, William A. Lewis and wife, Patricia O. Lewis, as Grantors, said Deed of Trust being recorded in Trust Deed Book 2180 at page 25 of the land records of Desoto County, Mississippi, and being a lien against the real property lying and being situated in Desoto County, Mississippi, more particularly described as follows, to-wit:

See attached Exhibit "A".

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it in hand paid, the receipt and sufficiency of which is hereby acknowledged, BancorpSouth Bank by these presents does hereby waive the priority of the lien of the above described Deed of Trust insofar as the following described Deed of Trust is concerned, but not otherwise:

That certain Deed of Trust executed by William A. Lewis and wife, Patricia O. Lewis, as Grantors, to J. Patrick Caldwell, Trustee for BancorpSouth Bank, Beneficiary, securing payment of a Promissory Note in the amount of Twenty Five Thousand no/100 Dollars (\$25,000.00), dated March 7, 2005, with interest from the date thereof and such other sums as specified in said Note; principal and interest payable as specified in said Note.

The undersigned, BancorpSouth Bank, hereby consents that the lien of the Deed of Trust first above described be taken as subordinate to the Deed of Trust to

BancorpSouth Bank last described above without regard to the order of recordation thereof.

This Agreement shall be binding upon and inure to the benefit of the respective legal representatives, successors and assigns, of the parties hereto.

WITNESS the execution hereof, this the 21st day of November, A.D., 2005.

BANCORPSOUTH BANK

BY: Angie Brazil  
TITLE: Asst. Vice President

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority of law in and for said state and county, on this 21st day of November, 2005, within my jurisdiction, the within named Angie Brazil, who acknowledged that he is Asst Vice President, of BancorpSouth Bank, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized so to do.

(SEAL)

My commission expires  
MISSISSIPPI NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 21, 2008  
BONDED THIRD STEGALL NOTARY SERVICE



Cindy Garrard  
NOTARY PUBLIC

Indexing Instructions: 1 ½ acres in the Southwest Quarter of Section 1, Township 2 South, Range 9 West,

Prepared by: BancorpSouth Mortgage, P.O. Box 789, Tupelo, MS 38802

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**EXHIBIT "A"**

1 ½ Acres in the Southwest Quarter of Section 1, Township 2 South, Range 9 West, Described as commencing at a point 247.5 feet West of the Southwest Corner of the Southeast Quarter of Section 1, Township 2, Range 9; thence East 307.0 feet along the South line of said Section to the point of beginning of the herein conveyed tract; thence North 2 Degrees 18 minutes West 395.76 feet to a point; thence North 88 degrees 10 minutes East 165.1 feet to a point; thence South 2 degrees 18 minutes East 395.76 feet to a point in the South line of said section; thence south 88 degrees 10 minutes West 165.1 feet to the point of beginning.